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CLERK, U.S. DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

BY:



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA

LOUIS ALPINIERI,

Plaintiff,

vs.

PAUL ROY, individually and as
Trustee of the Vantage Associates
Inc., Employee Stock Ownership Plan

Defendants.

CASE NO. 10 CV-00939 WMC

**ORDER RE: SETTLEMENT
DISPUTE**

Complaint Filed: 4/30/2010

TO ALL PARTIES AND THEIR COUNSEL OF RECORD:

Pursuant to the binding stipulation of the parties and their counsel dated February 8, 2011 entitled: Consent to Proceed Before magistrate Judge McCurine and for Jurisdiction over Settlement, several matters were the subject of briefs and related submissions to this court including oral argument on June 15, 2011, at which time Shirin Kiaei appeared as counsel for Plaintiff Louis Alpinieri, Steve Alpinieri, and minor children (sometimes collectively referred to as "Plaintiffs" or "Parties in Interest"), and Ronald K. Alberts appeared on behalf of Defendant Paul Roy, and other parties to the settlement agreements, Andrea Alpinieri Glover and Maria Fe D Vitug (sometimes collectively referred to as

1 "Defendants.") Having considered all papers submitted and the argument of
2 counsel and pursuant to the grant of authority vested in me by virtue of the Consent
3 referenced above,

4 IT IS HEREBY ORDERED THAT:

5 The interpretation of Paul Roy and Andrea Glover is accepted by the
6 court: to wit, It was the intention of the parties that Vantage Associates Inc.
7 ("Vantage") make payments to Louis Alpinieri and Steven Alpinieri of 45% of the
8 K-1 earnings attributable to their stock ownership for 2010 in order to create tax
9 neutrality.

10 Following the submission of information provided by Plaintiffs'
11 counsel, Vantage discovered that the earnings were understated because Vantage
12 erroneously made distributions to all of the shareholders based on the book income
13 rather than the taxable income. Attached hereto as Exhibit "A" is a chart showing
14 the corrections accounting for the difference now due to Plaintiffs. As such,
15 Vantage will make additional payments to all shareholders as set forth in the
16 corrected chart, including the Plaintiffs. Vantage will pay to Louis Alpinieri an
17 additional \$2,094.57, to Steven Alpinieri an additional \$4,681.06, and to each of
18 the minor children, Enzo and Alejandro Alpinieri, \$55.54 each. Vantage shall pay
19 the additional payments by July 1, 2011. Thereafter, no additional amounts are
20 owed by Vantage under paragraph 5(f) of the Stock Redemption Agreement.

21 Interest for the first payment on the Promissory Note made on June 1,
22 2011 shall be recalculated at 4.75% based upon a 360 day year. As such, Vantage
23 shall pay Lou Alpinieri the difference between interest paid, and interest due which
24 is \$2,731.60, no later than July 1, 2011. Future interest calculations will follow the
25 agreement and if the interest rate is not calculated prior to the 15 day period recited
26 in the Promissory Note, the defaulting rate shall be no less than 4.75%. A 360 day
27 year will apply for the duration of the note for interest calculation.

28 Steven Alpinieri is ordered to immediately turn over the share of stock

1 he failed to deliver in accordance with the settlement agreements.

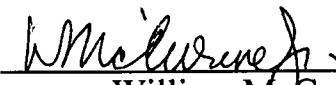
2 Steven Alpinieri's writing of "To the best of my knowledge" written
3 on the Security Agreement and Pledge of Shares is stricken.

4 The court has denied without prejudice Defendants' request to order
5 Steve and Lou Alpinieri to sign Exhibit "B" to Defendants' June 8, 2011 letter.
6 Vantage may bring this issue to the Court's attention in the future, if necessary.

7 Defendants must draft and provide a form for instruction regarding the
8 payment of sums due under the governing settlement agreements for Steve and
9 Lou Alpinieri's review and signature.

10 IT IS SO ORDERED:

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13 Dated: June 24, 2011

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15 William McCurine, Jr.
16 Magistrate Judge
17 United States District Court
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